



June 28, 2024

To,
The Manager
Listing Department,
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Dear Sir/ Madam,

Trading Symbol: ZOTA

Sub: Voting Results and Minutes of Postal Ballot

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we, Zota Health Care Limited (the “Company”) are enclosing herewith voting results of the Postal Ballot, by way of e-voting only.

Further, the Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary, as a Scrutinizer for the purpose of conducting Postal Ballot/E-voting Process in fair and transparent manner. The copy of the Scrutinizer’s Report received from him is also enclosed herewith.

We further wish to inform that based on Scrutinizer’s Report, all the resolutions set out in the Postal Ballot Notice dated May 22, 2024 have been duly approved by the shareholders with requisite majority and effective from June 27, 2024 i.e. last date of e-voting on Postal Ballot resolutions.

Further, the Scrutinizer report and minutes of postal ballot are also enclosed.

The aforesaid voting result on Postal Ballot along with Scrutinizer’s Report is placed on the website of the Company i.e. at www.zotahealthcare.com and is also placed at the register office of the Company for shareholders information.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

Ashvin Variya
(Company Secretary & Compliance Officer)
Place: Surat
Encl: a/a

Registered Office:

Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat-395002 Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web: www.zotahealthcare.com

CIN: L24231GJ2000PLC038352

ZOTA HEALTH CARE LIMITED
Voting Results - Postal Ballot
[Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015]

Date of Postal Ballot	27-06-2024 (Voting started on May 29, 2024 (9:00 A.M. IST) and ended on Thursday, June 27, 2024 05:00 P.M. IST)
Total number of shareholders on record date	7476
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable Not Applicable

Resolution No. 1: REGULARISATION OF MR. VIREN MANUKANT ZOTA AS WHOLE- TIME DIRECTOR OF THE COMPANY								
Resolution required: (Ordinary/ Special)								Special
Whether promoter/ promoter group are interested in the agenda/resolution?								Yes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17097542	3174330	18.57	3174330	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17097542	3174330	18.57	3174330	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	9429285	1960675	20.79	1959675	1000	99.95	0.05
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	9429285	1960675	20.79	1959675	1000	99.95	0.05
Total	26526827	5135005	19.36	5134005	1000	99.98	0.02	

Resolution No. 2: TO INCREASE THE BORROWING LIMITS								
Resolution required: (Ordinary/ Special)								Special
Whether promoter/ promoter group are interested in the agenda/resolution?								No
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17097542	6626693	38.76	6626693	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17097542	6626693	38.76	6626693	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	9429285	1960675	20.79	1958095	2580	99.87	0.13
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	9429285	1960675	20.79	1958095	2580	99.87	0.13
Total	26526827	8587368	32.37	8584788	2580	99.97	0.03	

Resolution No. 3: TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION								
Resolution required: (Ordinary/ Special)								Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?								Yes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17097542	3174330	18.57	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17097542	3174330	18.57	0	0	0	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	9429285	1957450	20.76	1956450	1000	99.95	0.05
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	9429285	1957450	20.76	1956450	1000	99.95	0.05
Total	26526827	5131780	19.35	1956450	1000	38.12	0.02	



FORM NO. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013
And Rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Zota Health Care Limited
CIN: L24231GJ2000PLC038352
Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat-395002, Gujarat

Dear Sir,

Sub.: Scrutinizer's report on resolution proposed through Postal Ballot under section 110 read with section 108 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof).

1. I, Ranjit Binod Kejriwal, Practicing Company Secretary, have been appointed as a scrutinizer by the board of directors of Zota Health Care Limited for the purpose of scrutinizing the remote e-voting process for the postal ballot and ascertaining the requisite majority on remote e-voting process for the resolution to be passed through postal ballot notice dated 22nd May, 2024 carried out as per the provisions of section 108 and Section 110 of the Companies Act, 2013 Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules"), for the purpose of scrutinizing the votes casted by members of the company through remote E-voting platform of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> in respect of resolutions contained in the Postal Ballot Notice dated 22nd May, 2024 as detailed below:

S. N	Type of Resolution	Particulars
1	Special Resolution	Regularisation of Mr. Viren Manukant Zota as Whole-Time Director of the Company
2	Special Resolution	To increase the borrowing limits
3	Ordinary Resolution	To approve the material related party transaction

2. As per the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange

1, Aastha, Hira Modi Sheri, Ring Road, Surat-395 002. | 0261-2331123 | rbksurat@gmail.com

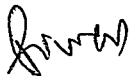
202, Balaji Business Centre, Subhash Road, Vile Parle (E), Mumbai-400 057. | 022-4837235 | cs@ranjitkejriwal.com | ranjitkejriwal@gmail.com

ADVISORY | AUDIT | TAX | GST | CORPORATE LAWS | IPO | LOAN | RESTRICTED VALUATION |

NCLT | INSOLVENCY | COST ACCOUNTING | BUSINESS MANAGEMENT

Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has sent the Postal Ballot Notice on Monday, 27th May, 2024 by email only to the members who have registered their e-mail address with the Registrar and Transfer Agent of the Company or Depository/Depository Participants.

3. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes were not dispatched to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
4. The Company has published an advertisement on 28th May, 2024 in "Business Standard" an English Newspaper and in "Gujarat Guardian" a vernacular (Gujarati) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 22nd May, 2024 and also specifying therein the matters prescribed in the rules with regard to e-voting.
5. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting for the resolutions contained in the Notice to the Postal Ballot dated 22nd May, 2024. My responsibility as a scrutinizer for the remote e-voting is restricted to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility.
6. Further to the above, I submit my reports as under:
 - i. The e-voting period was from Wednesday, 29th May, 2024 at 9.00 a.m. to Thursday, 27th June, 2024 at 5.00 p.m.
 - ii. The members of the Company as on the "cut-off" date i.e. Friday, 24th May, 2024 were entitled to vote on the resolutions (item No. 01 to 03 as set out in the notice of the Postal Ballot of the Company).
 - iii. The votes casted were unblocked on 28th June, 2024 at 11.54 a.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Ms. Het Palsanawala** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: **Mr. Pioush Tiwari**



Name: **Ms. Het Palsanawala**

- iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com>.



v. The result of remote e-voting is as under:

RESOLUTION NO. 1:

REGULARISATION OF MR. VIREN MANUKANT ZOTA AS WHOLE-TIME DIRECTOR OF THE COMPANY

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
E-Voting	32	5135005	31	5134005	1	1000	0	0
Total	32	5135005	31	5134005	1	1000	0	0

Based on scrutiny of the valid votes cast via remote e-voting in relation to the Special Resolutions as set out in the notice, I report that the number of votes cast in favour of the special resolution are more than three times the number of votes cast against the special resolution, therefore the special resolution as set out in the notice has been passed with the requisite majority as per the provisions of the Companies Act, 2013.

RESOLUTION NO. 2:

TO INCREASE THE BORROWING LIMITS

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
E-Voting	34	8587368	31	8584788	3	2580	0	0
Total	34	8587368	31	8584788	3	2580	0	0

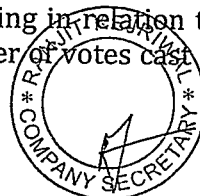
Based on scrutiny of the valid votes cast via remote e-voting in relation to the Special Resolution as set out in the notice, I report that the number of votes cast in favour of the special resolution are more than three times the number of votes cast against the special resolution, therefore the special resolution as set out in the notice has been passed with the requisite majority as per the provisions of the Companies Act, 2013.

RESOLUTION NO. 3:

TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
E-Voting	31	5131780	29	1956450	1	1000	1	3174330
Total	31	5131780	29	1956450	1	1000	1	3174330


Based on scrutiny of the valid votes cast via remote e-voting in relation to the Ordinary Resolutions as set out in the notice, I report that the number of votes cast in favour of the

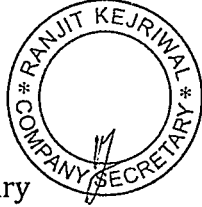


ordinary resolution exceeds the number of votes cast against the ordinary resolution, therefore the ordinary resolution as set out in the notice has been passed with the requisite majority as per the provisions of the Companies Act, 2013.

You may accordingly declare the result of the voting.

Thanking You,
Yours faithfully,


Ranjit Binod Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985



Place: Surat
Date: 28.06.2024
UDIN: F006116F000633919

MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT HELD THROUGH REMOTE E-VOTING BY THE MEMBERS OF ZOTA HEALTH CARE LIMITED CONCLUDED ON THURSDAY, THE 27TH DAY OF JUNE, 2024

The Board of Directors of the Company in its meeting held on 22nd May, 2024 have decided to obtain consent of the members by way of Postal Ballot, by way of remote e-voting ("e-voting") only, pursuant to Section 108 & 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022 and No. 10/2022 dated 28th December, 2022, No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars") and other applicable rules/regulations/guidelines/circulars/ notifications. Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force. In the same meeting the Board of Directors have approved the notice of Postal Ballot for seeking approval of the members for following special businesses:

- 1) Regularisation of Mr. Viren Manukant Zota as Whole- Time Director of the Company
- 2) To increase the borrowing limits;
- 3) To approve the material related party transaction.

The Board of Directors in its meeting held on 22nd May, 2024 have appointed Mr. Ranjit R. Kejriwal, Practicing Company Secretary as the Scrutinizer, to conduct the postal ballot and e-voting in fair and transparent manner for the items sited out in the notice of Postal Ballot.

The Company had appointed National Securities Depository Limited ("NSDL") as a service provider for the purpose of providing remote e-voting facilities to the members of the Company.

The Board of Directors in its meeting held on 22nd May, 2024 have approved following calendar of events for the Postal Ballot process:

Sr. No.	Particulars	Proposed Date and Day of Events
1	Date on which consent is given by the Scrutinizer	21.05.2024 Tuesday

2	Outcome of Board Meeting	22.05.2024 Wednesday
3	Date of Appointment of Scrutinizer	22.05.2024 Wednesday
4	Date of Board Resolution authorizing Postal Ballot notice	22.05.2024 Wednesday
5	Submission of Calendar of Events to Stock Exchange, RTA & Depositories	22.05.2024 Wednesday
6	Creation of EVEN for e-voting	24.05.2024 Friday
7	Cut-off date for deciding voting rights of the Shareholders	24.05.2024 Friday
8	Proposed date of Dispatch of Notice of Postal Ballot	27.05.2024 Monday
9	Completion of Dispatch of Notice of Postal Ballot	27.05.2024 Monday
10	Newspaper advertisement for Postal Ballot and E-voting	28.05.2024 Tuesday
11	Submission of Newspaper advertisement to Stock Exchange	28.05.2024 Tuesday
12	Commencement of Postal Ballot/ E-voting	29.05.2024 Wednesday
13	Conclusion of Postal Ballot/ E-voting	27.06.2024 Thursday
14	Last date for casting vote through remote e-voting	27.06.2024 Thursday till 05:00 P.M.
15	Date of Resolution Passed Date (deemed general meeting)	27.06.2024 Thursday
16	Declaration of Results by the Chairman	28.06.2024 Friday
17	Submission of Voting Results	28.06.2024 Friday

In compliance with the MCA circulars, the Company has dispatched the Notice of Postal Ballot through email only to all the members whose name were available on the register of members/ list of beneficial owners maintained by National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on the cut-off date Friday, May 24, 2024. The Company has completed the dispatch Postal Ballot Notice on Monday, May 27, 2024. As per MCA circulars no physical copies of the Postal Ballot Notice, Postal Ballot Form and Pre-paid Business Envelop were not dispatched to the members and assent or dissent of the members on the resolutions of the Postal Ballot has been accrued via e-voting only.

The Notice of the Postal Ballot along with details of e-voting was published in the "Business Standard" English edition, Ahmedabad and "Gujarat Guardian" Gujarati edition (Vernacular Language), Surat on May 28, 2024 as per the requirement of the Companies Act, 2013

The e-voting period for the resolutions set out in the Notice of Postal Ballot was started from Wednesday, May 29, 2024 at 9:00 A.M. (IST) and ended on Thursday, June 27, 2024 at and votes casted on NSDL's e-voting portal up to 5:00 P.M (IST) on June 27, 2024 have been considered by the Scrutinizer for scrutiny purpose.

The Scrutinizer has submitted his report on June 28, 2024 and the same has been authorized by the Company Secretary of the Company on June 28, 2024. On the basis of Scrutinizer reports following resolutions have been passed with requisite majority:

1. Regularisation of Mr. Viren Manukant Zota as Whole- Time Director of the Company- Special Resolution

“RESOLVED THAT pursuant to the provisions of section 152, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, consent of the members be and is hereby accorded to appoint Mr. Viren Manukant Zota (DIN- 08656333) as Whole-Time Director of the Company, who was appointed as Additional Director w.e.f. April 01, 2024, in terms of Section 161 of the Companies Act, 2013 and who shall hold office upto the date of the meeting of members of the Company to be held within 3(three) months from the date of appointment, be and is hereby appointed as Whole-Time Director of the Company for the period of 5 (five) consecutive years starting from April 01, 2024 to March 31, 2029 at following terms and conditions:

- (1) Period of appointment: Appointment for a term of 5 (five) consecutive years commencing from April 01, 2024 till March 31, 2029;
- (2) Remuneration: ₹ 3,50,000/- per month and commission of 0.1% of annual turnover;
- (3) Sitting Fees: ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof.”

“RESOLVED FURTHER THAT in case of loss or inadequate profit Mr. Viren Manukant Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

32 shareholders holding 5135005 equity shares have cast their vote on the resolution out of which 31 shareholders holding 5134005 equity shares have voted in favour of the resolution and 1 shareholder holding 1000 equity shares has voted in against the resolution.

The resolution was passed as a special resolution.

2. To increase the borrowing limits – Special Resolution

“RESOLVED THAT in supersession of resolution passed by the shareholders in the 14th Annual General Meeting on September 30, 2014 and pursuant to the provisions of section 180(1)(c) and such other applicable provisions of the Companies Act, 2013, if any, read with Companies (Meeting of Board and its Powers) Rules, 2014; as amended from time to time (including any statutory modifications or re-enactments thereof) and including such other applicable law(s), if any, approval of the members of the company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company to borrow any sum or sums of money together with the monies already borrowed by the Company, if any (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) upto the limit which may exceed 100% of aggregate of paid up capital, free reserves and securities premium of the company but shall not exceed Rs. 3,00,00,00,000/- (Rupees Three Hundred crores only) at any time, as and when required from any Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s)and/ or any other entity(ies) and/ or any other lender(s) by whatsoever name(s) it may be called.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and such other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto as amended from time to time (including any statutory modifications or re-enactments thereof), and including such other applicable law(s), if any, consent of the members of the company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s) and/ or any other entity(ies) and/ or any other lender(s) to secure the amount borrowed by the Company for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the

aggregate indebtedness secured by the assets of the Company shall not exceed a sum of Rs. 3,00,00,00,000/- (Rupees Three Hundred crores only) at any time, as and when required."

"RESOLVED FURTHER THAT the Board of Directors or any one of the director acting individually on behalf of the Company be and is hereby authorized for and on behalf of the Company to sign and to execute varied deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

34 shareholders holding 8587368 equity shares have cast their vote on the resolution out of which 31 shareholders holding 8584788 equity shares have voted in favour of the resolution, 3 shareholders holding 2580 equity shares has voted against the resolution.

The resolution was passed as a special resolution.

3. To approve the material related party transaction

"RESOLVED THAT pursuant to the provisions of Section 188 read with Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, if any, approval of the Members be and is hereby accorded to the Board of Directors of the Company for below mentioned related party transactions:

- a) continuing the existing related party transaction(s) entered with all related parties as approved by the members of the Company in 23rd Annual General Meeting dated September 29, 2023;
- b) approve the related party transaction i.e. entering into and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier transactions or an independent transaction(s) or otherwise, entered with Mr. Viren Manukant Zota, for holding office of Whole-Time Director of the Company, as explained in Explanatory Statement of item no. 3."

"RESOLVED FURTHER THAT the above related party transaction to be entered and already been entered either individually or collectively may exceed the threshold for material related party transactions i.e. 1000 crore or 10% of total turnover of the Company and is done at arm's length basis."

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

31 shareholders holding 5131780 equity shares have cast their vote on the resolution out of which 29 shareholders holding 1956450 equity shares have voted in favour of the resolution, 1 shareholder holding 1000 equity shares has voted against the resolution and votes of 1 shareholder holding 3174330 equity shares were invalid.

The resolution was passed as an ordinary resolution.

Sd/-

Chairman